

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re: : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----x

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

**RUST BELT HOLDINGS, L.L.C.**

Name of Transferee

Name and Address where notices to transferee should be sent:

RUST BELT HOLDINGS, L.L.C.  
PO Box 8155  
New York, NY 10150  
E-mail: [claims@rustbeltholdings.net](mailto:claims@rustbeltholdings.net)  
with a copy to:  
Alice Belisle Eaton  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064  
Phone (212) 373-3125  
Fax (212) 492-0125  
[aeaton@paulweiss.com](mailto:aeaton@paulweiss.com)

Name and Address where transferee payments should be sent (if different from above):  
Same as above

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

RUST BELT HOLDINGS, L.L.C.

By: Alice Eaton  
Name/Title: Alice Eaton, Authorized Signatory

Date: April 21, 2011

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.*

**EXHIBIT A**

Proof of Claim



**EXHIBIT A**

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Calculation of CFC Claim Value using Market Quotes

National Rural Deal #	LBSFI Deal #	National	JP Morgan 9.26.08	BOA/ML 9.26.08	Bank of Tokyo 9.26.08	UBS 9.26.08	Claim Value 9.26.08
169	226602	\$ 500,000,000	Low	\$ 33,918,537	\$ 36,100,793	High	\$ 35,009,665
199	349056	\$ 100,000,000	\$ 944,318	High	Low	\$ 850,000	\$ 897,159
260	2209962	\$ 150,000,000	\$ (3,138,733)	High	\$ (3,285,841)	Low	\$ (3,212,187)
290	2666766	\$ 47,656,500	High	\$ (2,614,615)	Low	\$ (2,670,000)	\$ (2,642,308)
321	3375370	\$ 100,000,000	\$ (4,081,943)	\$ (4,052,358)	Low	High	\$ (4,067,151)
325	3467565	\$ 64,397,500	High	\$ (1,967,728)	Low	\$ (1,990,000)	\$ (1,978,864)
335	3751179	\$ 62,043,500	\$ 670,679	\$ 658,681	Low	High	\$ 664,680
<b>Total</b>		<b>\$ 1,024,097,500</b>	<b>\$ (5,605,679)</b>	<b>\$ 23,819,614</b>	<b>\$ 32,815,152</b>	<b>\$ (3,810,000)</b>	<b>\$ 24,670,995</b>

To compute the claim for each deal, we deleted the high and low value from the four quotes above and averaged the remaining two values.

**EXHIBIT B**

Documents will be attached to the Derivative Questionnaire.

**FULBRIGHT & JAWORSKI L.L.P.**  
A REGISTERED LIMITED LIABILITY PARTNERSHIP  
FULBRIGHT TOWER  
1301 MCKINNEY, SUITE 5100  
HOUSTON, TEXAS 77010-3095  
WWW.FULBRIGHT.COM

CMUCHA@FULBRIGHT.COM  
DIRECT DIAL: (713) 651-5464

TELEPHONE: (713) 651-5151  
FACSIMILE: (713) 651-5246

September 17, 2009

**VIA FEDERAL EXPRESS**

Epiq Bankruptcy Solutions, LLC  
Attn: Lehman Brothers Holdings Claims Processing  
757 Third Avenue, 3rd Floor  
New York, NY 10017

Re: In re: Lehman Brothers Special Financing Inc., Case no. 08-13888  
In re: Lehman Brothers Holdings, Inc., Case no. 08-13555

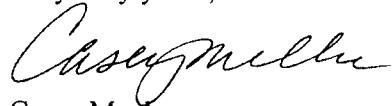
Dear Claims Processing Center:

Enclosed please find an original and one copy of each of National Rural Utilities Cooperative Finance Corporation's amended proofs of claim for filing in the above referenced matters.

Please file the originals and return the file stamped copies to me in the enclosed self addressed Federal Express envelope.

Thank you for your assistance in this matter. Should you have any questions, please don't hesitate to contact me.

Very truly yours,

  
Casey Mucha  
Paralegal

CEM/cem

Enc.

cc: Toby L. Gerber  
Mark A. Worden

80634584.1

AUSTIN • BEIJING • DALLAS • DENVER • DUBAI • HONG KONG • HOUSTON • LONDON • LOS ANGELES • MINNEAPOLIS  
MUNICH • NEW YORK • RIYADH • SAN ANTONIO • ST. LOUIS • WASHINGTON DC

From: Origin ID: EIXA (713)651-5151  
Casey Mucha  
Fulbright & Jaworski L.L.P.  
1301 McKinney Street  
Suite 5100 Fulbright Tower  
Houston, TX 770103095



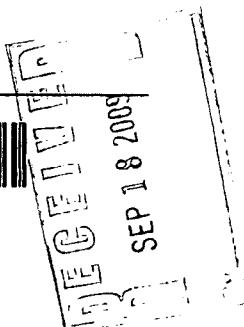
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CAD: 1181514/WBUS0200  
Account#: S \*\*\*\*\*

Delivery Address Bar Code

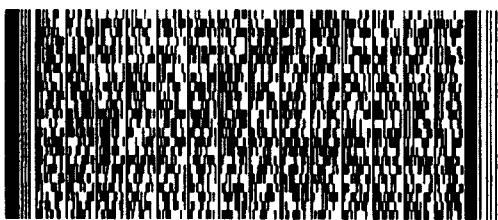


SHIP TO: (646)282-2500 BILL SENDER  
**Epiq Bankruptcy Solutions, LLC**  
Attn: Lehman Brothers Holdings  
757 3rd Ave Frnt 3

Ref # CM12857/10813363/  
Invoice #  
PO #  
Dept #



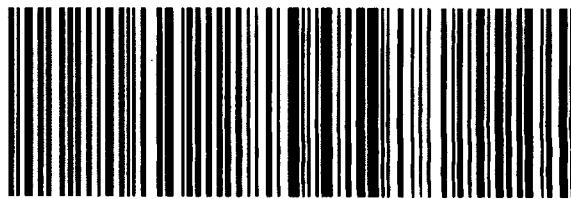
**New York, NY 100172071**



TRK# 7981 1497 1174 FRI - 18SEP  
0201 STANDARD OVERN

**XA OGSA**

1001  
NY-US  
EWR



**FOLD on this line and place in shipping pouch with bar code and delivery address visible**

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.

**EXHIBIT B**

Evidence of Transfer from Transferor to Transferee

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. ("Debtor")  
Case No. 08-13555 (JMP) (Jointly Administered)

Proof of Claim Number 16209

**DEUTSCHE BANK AG, LONDON**, its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

**RUST BELT HOLDINGS, L.L.C.**

Address: PO Box 8155  
New York, NY 10150  
E-mail: claims@rustbeltholdings.net

its successors and assigns ("Buyer"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16209, against Lehman Brothers Special Financing Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

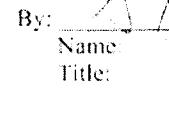
Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

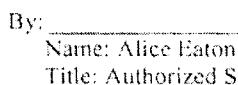
IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 21, 2011.

**DEUTSCHE BANK AG, LONDON**

By:   
Name: Michael J. Parker  
Title: Managing Director

By:   
Name: Duncan  
Title: Vice President

**RUST BELT HOLDINGS, L.L.C.**

By:   
Name: Alice Eaton  
Title: Authorized Signatory

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. ("Debtor")  
Case No. 08-13555 (JMP) (Jointly Administered)

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**RUST BELT HOLDINGS, L.L.C.**

Address: PO Box 8155  
New York, NY 10150  
E-mail: claims@rustbeltholdings.net

its successors and assigns ("Buyer"), all right, title and interest in and to \$23,100,000.00 of the Claim of Seller, represented by Proof of Claim Number 16209, against Lehman Brothers Special Financing Inc., in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor (the "Assigned Claim").

Seller hereby waives any objection to the transfer of the Assigned Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claim and recognizing the Buyer as the sole owner and holder of the Assigned Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Assigned Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 21, 2011.

**DEUTSCHE BANK AG, LONDON**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**RUST BELT HOLDINGS, L.L.C.**

By: Alice Eaton  
Name: Alice Eaton  
Title: Authorized Signatory